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**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:	)	Case No.: 22-14422-NMC
	)	
MUSCLEPHARM CORPORATION,	)	Chapter 11
	)	
	)	
Debtor.	)	Hearing Date: May 9, 2023
	)	Hearing Time: 9:30 a.m. (PT)

**DECLARATION OF NICHOLAS RUBIN IN SUPPORT OF  
DEBTOR'S MOTION FOR ORDER, PURSUANT TO 11 U.S.C.  
§ 1121(d), EXTENDING DEBTOR'S EXCLUSIVE PERIODS IN WHICH  
TO FILE A CHAPTER 11 PLAN AND SOLICIT VOTES THEREON**

I, Nicholas Rubin, make this declaration (the "**Declaration**") under 28 U.S.C. § 1746 and declare as follows:

1. I am over the age of eighteen (18) years and competent to testify to the matters asserted herein. Except as otherwise indicated herein, all facts set forth in this Declaration are based upon my personal knowledge of the operations and finances of MusclePharm Corporation (the "**Debtor**"), information learned from my review of relevant documents, information supplied to me by other members of the Debtor's management and the Debtor's advisors, or my opinion based on my experience concerning the Debtor's operations and financial condition. I am authorized to submit this Declaration on behalf of the Debtor, and, if called upon to testify, I could and would testify competently to the facts set forth herein.

1           2.       I submit this Declaration for all permissible purposes under the Federal Rules of  
2 Civil Procedure and Rules of Evidence in support of *Debtor's Motion for Order, Pursuant to 11*  
3 *U.S.C. § 1121(d) Extending Debtor's Exclusive Periods in Which to File a Chapter 11 Plan and*  
4 *Solicit Votes Thereon* (the "**Motion**").<sup>1</sup>

5           3.       On or about January 19, 2023, I was appointed to the Debtor's Board of Directors  
6 (the "**Board**").

7           4.       Since then, I have become familiar with Debtor's business operations, financial  
8 condition, and actions undertaken during this case.

9           5.       Debtor's Chapter 11 Case was commenced to preserve and maximize the  
10 reorganization value of Debtor's assets and ensuing bankruptcy estate by stopping an Article 9  
11 foreclosure sale of Debtor's intellectual property.

12          6.       The Article 9 sale was slated to commence shortly after Debtor's bankruptcy filing.

13          7.       Debtor, therefore, did not have the benefit of pre-bankruptcy planning for a Chapter  
14 11 filing, the time to enlist the aid of restructuring professionals to assist in those efforts, and so  
15 forth.

16          8.       The moment Debtor's Chapter 11 Case was filed, Debtor's professionals and  
17 management had to work as diligently, efficiently, and expeditiously as possible to address both  
18 operational aspects of Debtor's business and Chapter 11 Case administration matters at the same  
19 time.

20          9.       Debtor's need to attend to matters of such global significance in the context of an  
21 already complex and contentious case as the Chapter 11 Case only added to its complexity and the  
22 already pressing demands placed upon Debtor, its management team, and professionals.

23          10.       Similarly, all the litigation efforts surrounding entry of the Final DIP Order only  
24 served to draw the collective attention of Debtor's management and professionals to focus on  
25 obtaining necessary financing for Debtor during the initial Exclusive Periods.

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28 <sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning(s) ascribed to such terms in the Motion.

